

Property No.: 2013
City: Waterville
State: Maine

41-5

QUITCLAIM DEED WITH COVENANT AND BILL OF SALE

033500

KNOW ALL PERSONS BY THESE PRESENTS:

TRANSFER
TAX
PAID

That WAL-MART STORES, INC. ("Grantor"), a Delaware corporation having an address at 702 S.W. 8th Street, City of Bentonville, County of Benton, State of Arkansas, for the consideration of the sum of Ten (\$10.00) Dollars and other good and valuable consideration, in hand paid by William J. Wade, not individually but solely as owner trustee of the grantor trust created under Owner Trust Agreement 1994-3 dated as of December 15, 1994, as supplemented, ("Grantee") having an address c/o Wilmington Trust Company, 1100 N. Market Street, Rodney Square North, Wilmington, Delaware 19890-0001, receipt of which Grantor hereby acknowledges, does hereby give, grant, bargain, sell, transfer and convey unto Grantee and unto Grantee's successors and assigns forever, all buildings, structures and other improvements (including, without limitation, all property described on Exhibit C attached hereto) (collectively, the "Improvements") located on the land situated in Waterville, Kennebec County, Maine, which land is more particularly described on Exhibit A attached hereto. This conveyance is subject to the easements, restrictions, reservations, and other matters set forth on Exhibit B attached hereto (collectively, the "Permitted Encumbrances").

TO HAVE AND TO HOLD the same unto Grantee and unto Grantee's successors and assigns forever with all appurtenances thereunto belonging. And Grantor hereby covenants with Grantee that Grantor has not done or suffered anything to be done whereby the Improvements are or may be encumbered in any way whatsoever, other than by the Permitted Encumbrances, and that the said Grantor will WARRANT AND DEFEND, subject to the Permitted Encumbrances, to the Grantee, his successors and assigns, the said Improvements against all persons claiming by, through or under Grantor, but not otherwise.

Grantor hereby represents and warrants to Grantee, Grantee's successors and assigns, that Grantor is the lawful owner of the personal property, if any, described in Exhibit C, with good right and full power to sell such personal property, if any, and has full legal and beneficial title and good and marketable title to such personal property, if any, free and clear of all mortgages, pledges, security interests, liens, encumbrances, leases, dispositions of title or other charges or claims or rights of others of any kind, other than the Permitted Encumbrances.

IN TESTIMONY WHEREOF, Grantor has executed this instrument on the 21st day of December, 1994, by its duly authorized officers, but is delivered and effective on December 22, 1994.

ATTEST:

WAL-MART STORES, INC.

By: Allison D. Garrett
Allison Garrett
Assistant Secretary

By: Terri L. Bertschy
Terri L. Bertschy
Treasurer



41-5

(CORPORATE SEAL)



Prepared by and return to:

Graham R. Hone, Esq.
Dewey Ballantine
1301 Avenue of the Americas, 23rd Floor
New York, NY 10019-6092

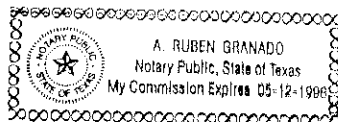
STATE OF TEXAS
COUNTY OF DALLAS

)
:
SS.:
)

Know all men by these presents that before me, the below-named Notary Public in and for the State and County named above duly commissioned to take acknowledgments, there personally appeared Terri L. Bertschy, who is personally known to me to be a person named in and who signed the legal instrument to which this acknowledgment is attached and which was produced to me in the State and County aforesaid, and being by me first duly sworn each did acknowledge before me, depose and say to me that she is Treasurer of WAL-MART STORES, INC., a Delaware corporation, named as one of the parties to the aforementioned legal instrument; that she knows the seal of said corporation; that the seal imprinted on the legal instrument to which this acknowledgment is attached is an imprint of the true seal of said corporation; that after being duly informed of the contents and import of such legal instrument she had signed and caused the seal of such corporation to be imprinted on such legal instrument as the officer of such corporation indicated above; that she had signed and sealed the same in the name of and on behalf of such corporation by the authority, order and resolution of its Board of Directors; that she had signed her name thereto on behalf of said corporation by like order; that the execution of said legal instrument was her free act and deed and the free and voluntary act and deed of said corporation for the consideration, purposes, and uses set forth in such legal instrument; that she had delivered such legal instrument to the other parties thereto as such; and that on behalf of said corporation she had received a true copy of such legal instrument without charge.

IN WITNESS WHEREOF, I have signed and imprinted my official notarial seal on this acknowledgment in the State and County named above on the 21st day of December, 1994.

My commission expires: _____



A. Ruben Granado
Notary Public

Print Name: _____

Exhibit A

41-5

A CERTAIN PARCEL OF LAND SITUATED ON THE SOUTHERLY SIDE OF KENNEDY MEMORIAL DRIVE IN THE CITY OF WATERVILLE, COUNTY OF KENNEBEC, AND STATE OF MAINE, BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE ASSUMED SOUTHERLY SIDELINE OF KENNEDY MEMORIAL DRIVE AT THE NORTHEAST CORNER OF THE LAND NOW OR FORMERLY OF LUCIEN F. MATHIEU (SEE BOOK 2219, PAGE 130):

THENCE, S 81°-58'-25" E BY THE STATE OF MAINE (BOOK 4428, PAGE 80) AND BY KENNEDY MEMORIAL DRIVE 478.91 FEET;

THENCE, S 33°-56'-15" W BY THE LAND OF KENNEBEC REALTY TRUST 261.00 FEET;

THENCE, S 56°-03'-45" E BY THE LAND OF KENNEBEC REALTY TRUST 198.00 FEET TO WASHINGTON STREET EXTENSION (BOOK 4514, PAGE 66);

THENCE, THE FOLLOWING COURSES BY WASHINGTON STREET EXTENSION:

S 39°-01'-35" W A DISTANCE OF 159.16 FEET;
SOUTHWESTERLY BY A CURVE TO THE LEFT HAVING A RADIUS OF 340.00 FEET AN ARC DISTANCE OF 37.09 FEET;
S 32°-46'-35" W A DISTANCE OF 529.00 FEET;
SOUTHWESTERLY BY A CURVE TO THE RIGHT HAVING A RADIUS OF 260.00 FEET AN ARC DISTANCE OF 86.22 FEET;
S 51°-46'-35" W A DISTANCE OF 194.00 FEET;

THENCE, N 60°-17'-45" W BY THE LAND OF KENNEBEC REALTY TRUST 647.08 FEET TO A POINT ON THE SOUTHEASTERLY SIDELINE OF ROUTE 1-95 FROM WHICH POINT A RADIAL LINE BEARS N 67°-03'-00" W.

THENCE, NORTHEASTERLY BY ROUTE 1-95 BY A CURVE TO THE LEFT HAVING A RADIUS OF 11,584.16 FEET AN ARC DISTANCE OF 342.00 FEET;

THENCE, N 28°-19'-05" E BY ROUTE 1-95 A DISTANCE OF 36.48 FEET TO THE LAND OF TERRY L. GAGNER (BOOK 3022, PAGE 323);

THENCE, N 38°-35'-55" E BY THE LAND OF GAGNER 114.60 FEET;

THENCE, S 82°-12'-15" E BY THE LAND OF GAGNER (BOOK 4591, PAGE 148) 242.64 FEET;

THENCE, N 33°-01'-47" E BY THE LAND OF GAGNER AND BY THE LAND OF MATHIEU 390.49 FEET;

THENCE, N 07°-55'-25" E BY THE LAND OF MATHIEU 123.49 FEET TO THE POINT OF BEGINNING.

POOR ORIGINAL AT TIME OF RECORDING

Exhibit B

- 41-5
1. Site Location of Development, Natural Resource Protection, Water Quality Certification Finding of Facts and Order issued by the Maine Department of Environmental Protection, Project or File No. L-18148-26-A-9, dated November 4, 1992, recorded in Book 4309, Page 1, modified February 2, 1993, recorded in Book 4344, Page 288, modified January 25, 1993, recorded in Book 4344, Page 296, modified March 25, 1993, recorded in Book 4372, Page 164 and Condition Compliance dated May 26, 1993, recorded in Book 4413, Page 278, all recorded in Kennebec County Registry of Deeds.
 2. Easement rights conveyed by Wal-Mart Stores, Inc., to the State of Maine by a Corporation Quitclaim Deed dated May 27, 1993, recorded in Kennebec County Registry of Deeds, Book 4428, Page 80.
 3. Rights and easements as conveyed by an Easement Deed from Wal-Mart Stores, Inc., to Central Maine Power Company and New England Telephone and Telegraph Company, undated, recorded on July 7, 1993, in Kennebec County Registry of Deeds, Book 4445, Page 231.
 4. The following easements have been granted to Central Maine Power Company and/or New England Telephone and Telegraph Company:
 - (a) Whitcomb M. Rummel and Irving Goodof to Central Maine Power Company dated November 30, 1964 and recorded in the Kennebec County Registry of Deeds in Book 1363, Page 431.
 - (b) Goodrum Co. to Central Maine Power Company et al. dated August 10, 1968 and recorded in the Kennebec County Registry of Deeds in Book 1484, Page 837.
 - (c) Goodrum Co. to Central Maine Power Company dated November 4, 1971 and recorded in the Kennebec County Registry of Deeds in Book 1568, Page 143.
 - (d) CSP Enterprises to Central Maine Power Company dated March 8, 1982 and recorded in the Kennebec County Registry of Deeds in Book 2495, Page 307.
 - (e) William T. Cottle, Sr. and William T. Cottle, Jr. to Central Maine Power Company dated May 11, 1984 and recorded in the Kennebec County Registry of Deeds in Book 2695, Page 71.

5. Certain easements and rights in the subject premises acquired by the State of Maine by virtue of the following layout and notice of taking and receipt and confirmation of taking:
- (a) Layout and notice of taking by the Maine State Highway Commission of the State of Maine dated October 29, 1958 and recorded in the Kennebec County Registry of Deeds in Book 1134, Page 102, and receipt and confirmation of taking dated April 21, 1959 from Reggies, Inc. to the State of Maine and recorded in said Registry in Book 1149, Page 120.
- (b) Layout and notice of taking by the Maine State Highway Commission of the State of Maine dated May 18, 1960 and recorded in the Kennebec County Registry of Deeds in Book 1193, Page 469, and receipt of confirmation of taking from Whitcomb M. Rummel and Irving I. Goodof to the State of Maine dated October 12, 1960 and recorded in said Registry in Book 1204, Page 398.
- (c) Notice of layout and taking by the Maine State Highway Commission of the State of Maine dated April 29, 1964 and recorded in the Kennebec County Registry of Deeds in Book 1337, Page 82.
6. Two easements granted to the Waterville Sewer District as follows:
- (a) Easement granted by Grace L. Toulouse to the Waterville Sewer District dated April 20, 1972 and recorded in the Kennebec County Registry of Deeds in Book 1585, Page 829.
- (b) Easement granted by Goodrum Company to the Waterville Sewerage District dated April 19, 1972 and recorded in the Kennebec County Registry of Deeds in Book 1585, Page 835.

41-5

41-5

Prop. Waterville, ME - WMT #2013			
Unit	Asset Description	Quantity	Unit
0060	Total Capitalized Cost	1.00	Total
0060	Less Section 1245 Items	1.00	Total
0100	Hydromulch Seeding	95,000.00	Sq. Foot
0100	Groundcover	2,700.00	Sq. Foot
0100	Shrubs - small	1,688.00	Each
0100	Trees - small	267.00	Each
0100	Trees - medium	61.00	Each
0200	Concrete Sidewalk	10,700.00	Sq. Foot
0200	Light Duty Asphalt Paving	170,200.00	Sq. Foot
0200	Heavy Duty Asphalt Paving	43,240.00	Sq. Foot
0200	Heavy Duty Concrete Paving	22,320.00	Sq. Foot
0200	Concrete Curb & Gutter	8,660.00	Lineal Ft.
0200	Painted Stripes	19,390.00	Lineal Ft.
0200	Guard Post	11.00	Each
0200	Traffic Signs	32.00	Each
0200	Cart Corrals	3.00	Each
0200	Guide Rail	375.00	Lineal Ft.
0400	Storm Drainage Manhole/Inlet	34.00	Each
0400	Storm Drainage Pipe, 12" RCP	965.00	Lineal Ft.
0400	Storm Drainage Pipe, 15" RCP	215.00	Lineal Ft.
0400	Storm Drainage Pipe, 18" RCP	345.00	Lineal Ft.
0400	Storm Drainage Pipe, 24" RCP	535.00	Lineal Ft.
0400	Storm Drainage Pipe, 30" RCP	515.00	Lineal Ft.
0400	Storm Drainage Pipe, 36" RCP	115.00	Lineal Ft.
0400	Storm Drainage Pipe, 72" RCP	315.00	Lineal Ft.
0500	Sanitary Sewer Cleanout	1.00	Each
0500	Sanitary Sewer Manhole	2.00	Each
0500	Sanitary Sewer Pipe, 12" PVC	570.00	Lineal Ft.
0500	Sanitary Sewer Pipe, 8" PVC	520.00	Lineal Ft.
0500	Sanitary Sewer Pipe, 6" PVC	15.00	Lineal Ft.

Waterville, ME - #2013

Page 1 of 5

WMT1984.XLS 12/21/04 6:31 PM

41-5

Prop. Waterville, ME - WMT #2013		Quantity	Unit
Unit	Asset Description		
0600	Water System Fire Hydrant	3.00	Each
0600	Water System Dom. Pipe, 2.5" DIP	25.00	Lineal Ft.
0600	Water System Fire Pipe, 8" DIP	1,230.00	Lineal Ft.
0600	Water System Fire Pipe, 12" DIP	570.00	Lineal Ft.
0930	39' Steel Pole, 1-400w MH Fxtl.	4.00	Each
0930	39' Steel Pole, 2-400w MH Fxtl.	4.00	Each
0930	39' Steel Pole, 4-400w MH Fxtl.	7.00	Each
1070	Garden Center Chain Link Fence, 10'	199.00	Lineal Ft.
2750	Flexible Double Acting Door (2)	2.00	Pair
2750	Flexible Double Acting Door (1)	1.00	Each
3870	Fixture Bins	32.00	Lineal Ft.
3870	Merchandise Marking Desk	1.00	Total
3870	Gunroom Shelving	1.00	Total
3870	Customer Service Base Cabinet	36.00	Lineal Ft.
3870	Customer Service Countertop	36.00	Lineal Ft.
3870	Lounge Base Cabinet	8.00	Lineal Ft.
3870	Lounge Countertop	8.00	Lineal Ft.
3870	Jewelry Shelving, 2' Dp.	13.00	Lineal Ft.
3870	Security Shelving, 2' Dp.	34.00	Lineal Ft.
3870	Pricing Countertop	15.00	Lineal Ft.
3870	Lay-Away Base Cabinet	65.00	Lineal Ft.
3870	Lay-Away Countertop	65.00	Lineal Ft.
3870	Merchandise/UPC Rm. Countertop	65.00	Lineal Ft.
3870	Advertising Rm. Countertop	15.00	Lineal Ft.
3870	Cash Room Countertop	20.00	Lineal Ft.
3870	Claims Room Countertop	8.00	Lineal Ft.
3870	Claims Shelving, 2' Dp.	44.00	Lineal Ft.
4060	Wal-Mart Sign J-Box	8.00	Each

Waterville, ME - #2013

Page 2 of 5

WMT1984.XLS 12/1/94 6:31 PM

41-5

Prop. Waterville, ME - WMT #2013

Unit	Asset Description	Quantity	Unit
4060	Wal-Mart Sign Cond/Wire	120.00	Lineal Ft.
4060	Wal-Mart Sign 20A/1P CB	3.00	Each
5270	Aquariums Waste Drain Pipe 3"	55.00	Lineal Ft.
5270	Aquariums Waste Vent Pipe 1.5"	30.00	Lineal Ft.
5270	Aquariums Waste Floor Drain	1.00	Each
5270	Aquariums Waste Clean Out	1.00	Each
5270	Aquariums Water Pipe 3/4"	60.00	Lineal Ft.
5270	Aquariums Water Stub Out	1.00	Each
5380	Snackbar Waste Pipe 4" CI	50.00	Lineal Ft.
5380	Snackbar Waste Pipe 3" CI	120.00	Lineal Ft.
5380	Snackbar Waste Pipe 2" CI	120.00	Lineal Ft.
5380	Snackbar Waste Pipe 1.5" Galv.	50.00	Lineal Ft.
5380	Snackbar Waste Floor Drain	3.00	Each
5380	Snackbar Waste Floor Clean-out	3.00	Each
5380	Snackbar Grease Trap 30#, 15GPM	1.00	Each
5380	Snackbar Water Pipe 1"	30.00	Lineal Ft.
5380	Snackbar Water Pipe 3/4"	50.00	Lineal Ft.
5380	Snackbar Water Pipe 1/2"	80.00	Lineal Ft.
5380	Snackbar Water Subouts	10.00	Each
7110	Snackbar Pnl. A J-Box	1.00	Each
7110	Snackbar Pnl. A 1.5" Cond. #4 Wire	65.00	Lineal Ft.
7110	Snackbar Pnl. A 60A/3P CB	1.00	Each
7110	Snackbar Pnl. B J-Box	1.00	Each
7110	Snackbar Pnl. B 1.5" Cond. #4 Wire	65.00	Lineal Ft.
7110	Snackbar Pnl. B 60A/3P CB	1.00	Each
7110	Snackbar Menu Board J-Box	1.00	Each
7110	Snackbar Menu Board Cond/Wire	65.00	Lineal Ft.
7110	Snackbar Menu Board 20A/2P CB	1.00	Each
7110	Snackbar Equip. J-Box	3.00	Each
7110	Snackbar Equip. Cond/Wire	240.00	Lineal Ft.
7110	Snackbar Equip. 20A/2P CB	3.00	Each

Waterville, ME - #2013

41-5

Prop. Waterville, ME - WMT #2013

Unit Asset Description

Quantity

7210	Compactor Disc. Switch 30A,NF	1.00	Each
7210	Compactor Cond/Wire	290.00	Lineal Ft.
7210	Compactor 20A/3P CB	1.00	Each
7210	Baler Disconnect Switch 30A, NF	1.00	Each
7210	Baler Cond/Wire	305.00	Lineal Ft.
7210	Baler 20A/3P CB	1.00	Each
7365	Security Light 175W MH	11.00	Each
7365	Security Light J-Box	11.00	Each
7365	Security Light Cond/Wire	800.00	Lineal Ft.
7365	Security Light 20A/1P CB	1.00	Each
7380	Battery Pack Light Fixt.	62.00	Each
7560	Security Camera Duplex Receptacle	45.00	Each
7560	Security Camera Cond/Wire	1,125.00	Lineal Ft.
7570	Data Cable Installation	4,900.00	Lineal Ft.
7570	Data Cable J-Box	14.00	Each
7570	Checkout Telepower Pole Installation,	12.00	Each
7570	Checkout Telepower Pole J-Box	24.00	Each
7570	Checkout Cond/Wire	2,800.00	Lineal Ft.
7570	Lay-Away Receptacle	2.00	Each
7570	Lay-Away Cond/Wire	100.00	Lineal Ft.
7570	Merch./UPC Equip. Receptacle	7.00	Each
7570	Merch./UPC Equip. Cond/Wire	350.00	Lineal Ft.
7570	Revg. Terminal/Pricing Receptacle	6.00	Each
7570	Revg. Terminal/Pricing Cond/Wire	680.00	Lineal Ft.
7570	Panel LE 120/208V 40A MCB 18Ckt	1.00	Each
7570	Panel LE 1" Cond. 3#8,1#10	10.00	Lineal Ft.
7570	Transformer TE 15KVA	1.00	Each
7570	Transformer TE 3/4" Cond. 3#10	340.00	Lineal Ft.
7570	Transformer TE 25A/3P CB	1.00	Each

Waterville, ME - #2013

Page 4 of 5

WMT1984.XLS 12/21/94 6:31 PM

415

Prop. Waterville, ME - WMT #2013		
Unit Asset Description	Quantity	Unit
7570 Panel LG 120/208V 80A MCB 24Ckt	1.00	Each
7570 Panel LG 1.25" Cond. 3#4, 1#8	10.00	Lineal Ft.
7570 Transformer TG 30KVA	1.00	Each
7570 Transformer TG 3/4" Cond. 2#8, 1#10	25.00	Lineal Ft.
7570 Transformer TG 40A/3P CB	1.00	Each
7600 Rolling Rack J-Box	2.00	Each
7600 Rolling Rack Cond/Wire	335.00	Lineal Ft.
7600 Rolling Rack 20A/1P CB	3.00	Each
7620 Display Duplex Receptacle	8.00	Each
7620 Display J-Box	20.00	Each
7620 Display Cond/Wire	2,800.00	Lineal Ft.
7620 Display 20A/1P CB	3.00	Each
7620 Display 20A/2P CB	1.00	Each
7620 Display 20A/3P CB	6.00	Each
7670 Satellite NEMA 4 J-Box	1.00	Each
7670 Satellite NEMA 3R Disc. Sw. 30A	1.00	Each
7670 Satellite Cond/Wire	85.00	Lineal Ft.
7670 Satellite 20A/1P CB	1.00	Each
7670 Telephone Outlet	28.00	Each
7670 Telephone Outlet Empty Conduit 3/4"	280.00	Lineal Ft.
7670 Telephone Plywood Panel 4X8	1.00	Each
7670 Telephone Equip. Duplex Recept.	1.00	Each
7670 Telephone Equip. Cond/Wire	45.00	Lineal Ft.
7670 Telephone Equip. 20A/1P CB	1.00	Each
7670 Telephone Feeder Conduit 4"	55.00	Lineal Ft.
7670 Telephone Service Conduit 3" PVC	10.00	Lineal Ft.
Total		

RECEIVED KENNEBEC SS.

94 DEC 30 AM 11:17

ATTEST: *Theresa R. Quinn*
REGISTER OF DEEDS